



25 February 2020

To,
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

To,
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

Scrip Code: 536507
Scrip Code of Debt : 957150

NSE Symbol: FLFL

Dear Sir / Madam

Sub: Notice of Extraordinary General Meeting

We wish to inform you that the Extraordinary General Meeting ("EGM") of the Company will be held on Friday, 20 March 2020 at 10:30 a.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400021.

Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of EGM alongwith the Attendance Slip and Proxy form, which are being dispatched / sent to the members by the permitted mode(s).

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

for **Future Lifestyle Fashions Limited**


Sanjay Kumar Mutha
Chief Legal & Company Secretary

Encl: as above

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (EGM) of the Members of Future Lifestyle Fashions Limited will be held on Friday, 20 March 2020 at 10:30 am at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021, to transact the following business:

SPECIAL BUSINESS:

1. To re-appoint Ms. Sharda Agarwal as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and Rules made thereunder and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Sharda Agarwal (DIN: 00022814), who was appointed as an Independent Director and who holds office of an Independent Director upto 26 March 2020 and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 27 March 2020 upto 26 March 2025 on the Board of the Company.”

2. To increase in limits for making investments, giving loans and guarantees or providing security under section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at their Extra Ordinary General Meeting held on 26 August 2019 and pursuant to the provisions of section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary from any regulatory/ statutory authorities and such conditions and modification(s) as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board (i) to give any loan to any person or other body corporate; (ii) to give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in their absolute discretion, deem beneficial and in the interest of the Company, provided that the aggregate of the loans and investments so far made in and the amount for which guarantees or security have so far been provided to all persons or bodies corporate along with the investments, loans, guarantees or security proposed to be made or given by the Company, from time to time, shall not exceed a sum of ` 2500.00 Crore (Indian Rupees Two Thousand Five Hundred Crore only) or limits of the Company, as computed under section 186(2) of the Act, from time to time, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental in connection with the investments, loans, guarantees or security made/given or proposed to be made/given by the Company including without limitation, negotiation, finalizing and executing necessary agreements, documents and such other papers or writings as may be deemed necessary or expedient and to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem necessary, without further referring to the Members of the Company, in the best interest of the Company and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

3. To issue equity shares on preferential basis to International Finance Corporation

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s) thereto or re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as “SEBI ICDR Regulations”), (including any amendment(s) thereto or re-enactment(s) thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform listing agreements entered with the stock exchanges, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendment(s) thereto or re-enactment(s) thereof), and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department for Promotion of Industry and Internal Trade (formerly known as Department of Industrial Policy & Promotion), as amended and replaced from time to time (“FDI Policy”), and such other applicable Rules, Regulations, Guidelines, Notifications, Circulars and clarifications issued/ to be issued thereon by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other regulatory/ statutory authorities, from time to

time, to the extent applicable and subject to the consents and approvals of any other regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modification(s) as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 51,44,927 (Fifty One Lakh Forty Four Thousand Nine Hundred and Twenty Seven) equity shares of face value of ₹ 2/- (Indian Rupees Two) each of the Company ("**Investor Shares**"), in one or more tranches, for cash at an issue price of ₹ 414/- (Indian Rupees Four Hundred and Fourteen) per Investor Share (including premium of ₹ 412/- (Indian Rupees Four Hundred and Twelve) per equity share), not being less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 212,99,99,778/- (Indian Rupees Two Hundred and Twelve Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Seventy Eight) on a preferential basis to **International Finance Corporation ("Proposed Allottee 1")**.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price of the Investor Shares shall be 19 February 2020, which is 30 (Thirty) days prior to the date of this extraordinary general meeting of Members of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Investor Shares being offered, issued and allotted to Proposed Allottee 1 shall, inter alia, be subject to the following:

- (i) The Investor Shares shall be allotted by the Company to the Proposed Allottee 1 in the dematerialized form within a period of 15 (Fifteen) days from the date of passing of the Special Resolution, provided that where the allotment of Investor Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s) or permission(s).
- (ii) The Investor Shares shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The Investor Shares shall be subject to a lock-in of 1 (one) year, as provided under the applicable provisions of Chapter V of the SEBI ICDR Regulations; and
- (iv) The Investor Shares shall be listed on stock exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be required in connection with the offer, issue and/or allotment(s) of Investor Shares on private placement / preferential basis including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and utilisation of proceeds of issue and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments, declarations and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem necessary, without further referring to the Members of the Company, in the best interest of the Company and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or Officer(s) of the Company, to give effect to this resolution."

4. To issue equity shares on preferential basis to FQS Trading Private Limited

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s) thereto or re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "SEBI ICDR Regulations"), (including any amendment(s) thereto or re-enactment(s) thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform listing agreements entered with the stock exchanges, the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendment(s) thereto or re-enactment(s) thereof), and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department for Promotion of Industry and Internal Trade (formerly known as Department of Industrial Policy & Promotion), as amended and replaced from time to time ("FDI Policy"), and such other applicable Rules, Regulations, Guidelines, Notifications, Circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other regulatory/ statutory authorities, from time to time, to the extent applicable and subject to the consents and approvals of any other regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modification(s) as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 96,61,835 (Ninety Six Lakh Sixty One Thousand Eight Hundred and Thirty Five) equity shares of face value of ₹ 2/- (Indian Rupees Two) each of the Company ("**Equity Shares**"), in one or more tranches, for cash at an issue price of ₹ 414/- (Indian Rupees Four Hundred and Fourteen) per Equity Share (including premium of ₹ 412/- (Indian Rupees Four Hundred and Twelve) per equity share), not being less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 399,99,99,690/- (Indian Rupees Three Hundred and Ninety Nine Crore Ninety Nine Lakh Ninety Nine Thousand Six Hundred and Ninety) on a preferential basis to **FQS Trading Private Limited, (a promoter group entity as defined in SEBI ICDR Regulations) ("Proposed Allottee 2")**.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price of the Equity Shares shall be 19 February 2020, which is 30 (Thirty) days prior to the date of this extra-ordinary general meeting of Members of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Equity Shares being offered, issued and allotted to Proposed Allottee 2 shall, inter alia, be subject to the following:

- (i) The Equity Shares shall be allotted by the Company to the Proposed Allottee 2 in the dematerialized form within a period of 15 (Fifteen) days from the date of passing of the Special Resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s) or permission(s).
- (ii) The Equity Shares shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The Equity Shares shall be subject to a lock-in, as provided under the applicable provisions of Chapter V of the SEBI ICDR Regulations; and
- (iv) The Equity Shares shall be listed on stock exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be required in connection with the offer, issue and/or allotment(s) of Equity Shares on private placement / preferential basis including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and utilisation of proceeds of issue and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments, declarations and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem necessary, without further referring to the Members of the Company, in the best interest of the Company and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

5. To Issue Non-Convertible Debentures / Securities on Private Placement basis

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such other rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”), including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 amended or re-enacted from time to time, Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof) and the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy and Promotion (now Department for Promotion of Industry and Internal Trade), as amended and replaced from time to time (“FDI Policy”), to the extent applicable and subject to other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required from any government and relevant regulatory authorities and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of Members of the Company be and is hereby accorded to Board to create, offer, issue and allot the Secured/Unsecured/Redeemable/Non-Convertible Debentures (“NCDs”) including but not limited to subordinate debentures, bonds, and/or other debt securities etc., in one or more tranches, on a private placement basis, during the period of One (1) year from the date of passing of this Resolution by the Members, for an aggregate amount not exceeding ` 400 Crore (Rupees Four Hundred Crore only) in domestic and/or overseas market, to such person(s)/entities and on such terms and conditions as may be decided by the Board, within the overall borrowing limits, as approved by the Members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable, incidental or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the issue, the class of investors or subscribers to whom NCDs proposed to be issued, time of issue, number and/or value of securities to be offered, issue price, tenor, interest rate, premium/discount, appointment of agencies, intermediaries and advisors, utilisation of the issue proceeds, listing of NCDs on Stock Exchanges and further authorised to finalise/modify related agreements, addendum, memoranda, deeds, documents, writings, undertaking, guarantee, indemnity, including private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other deeds, documents, writings as may be required in this connection including amendments/modifications thereto and to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem necessary, without further referring to the Members of the Company, in the best interest of the Company and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

NOTES:

1. The Statement pursuant to section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the EGM is annexed hereto.
2. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate resolution/authority, as applicable.
3. MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
4. Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the Meeting.
5. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled into the Company's R & T Agents. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to the Company's R & T Agents in case the shares are held in physical form.
7. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), securities of listed companies can only be transferred in dematerialised form with effect from 01 April 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.
8. Electronic copy of the Notice of this EGM inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form, are being sent to all the Members whose e-mail id are registered with the Company/ Depository Participants unless any Member has requested for physical copies of the same. For Members who have not registered their e-mail id physical copies of the aforesaid documents would be sent in the permitted mode.
9. Members who have not registered their e-mail id so far are requested to register their e-mail id, for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company in electronic copy.
10. Members may also note that the Notice of the EGM will also be available on the Company's website www.futurelifestyle.in for their download.
11. Voting through electronic means:
 - I. In compliance with the provisions of section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the EGM through polling paper.
 - III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 16 March 2020 (9:00 am) and ends on 19 March 2020 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13 March 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. The details of the process and manner for remote e-voting are explained herein below:
 - Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>
 - Step 2 : Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://e-services.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company

5. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password,' you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - I. If your email id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment.
 - II. i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - III. If your email id is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to sanjayrd65@yahoo.com or with a copy marked to evoting.nsdل.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdل.co.in to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdل.co.in or call on toll free no.:1800-222- 990 or send a request at evoting@nsdl.co.in. or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email Ids: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email id: investorrelations@futurelifestyle.in.
- VI. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 13 March 2020.
- VII. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13 March 2020, may obtain the login id and password by sending a request at evoting@nsdl.co.in or Issuer / R & T Agents. However, if you are already registered with NSDL for remote e-voting then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' option available on www.evoting.nsdل.co.in or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut- off date, shall only be entitled to avail the facility of remote e-voting as well as voting at the EGM through Polling Paper.
- IX. Mr. Sanjay Dholakia (Membership No. 2655 / Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the polling and remote e- voting process in a fair and transparent manner.
- X. The Chairperson shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of Polling Paper for all those Members who are present at the EGM but have not cast their votes by availing the Remote e-voting facility.
- XI. The Scrutiniser shall after the conclusion of voting at the EGM, will first count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
- XII. The Results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company at www.futurelifestyle.in and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The Results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.
12. Members are requested to send all communications relating to Shares to the Company's R & T Agents at Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Tel: +91 22 4918 6270, Fax: +91 22 4918 6060, E-mail: rnt.helpdesk@linkintime.co.in.
13. All documents referred to in the accompanying Notice shall be kept open for inspection at the Registered Office of the Company between 10:00 am and 5:00 pm on all working days except Saturdays, Sundays and National holidays, up to the date of EGM i.e., 20 March 2020.
14. The route map to the EGM venue is given herein. The prominent landmark near the venue is Mantralaya, Mumbai.

By Order of the Board of Directors

Sanjay Kumar Mutha
Chief – Legal & Company Secretary

Date: 20 February 2020

Place: Mumbai

Registered Office:

Future Lifestyle Fashions Limited

(CIN: L52100MH2012PLC231654)

Knowledge House, Shyam Nagar,

Off Jogeshwari Vikhroli Link Road,

Jogeshwari (East), Mumbai – 400 060.

Tel No: +91 22 4055 2200, Fax No: +91 22 4055 2201

E-mail: investorrelations@futurelifestyle.in Website : www.futurelifestyle.in

STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 (“the Act”)

The following statement sets out all material facts relating to the Special Business mentioned in the accompanied Notice:

Item No. 1

Ms. Sharda Agarwal (DIN: 00022814) was appointed as an Independent Director on the Board of the Company for a period of five years with effect from 27 March 2015 till 26 March 2020, in terms of the provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and erstwhile Listing Agreement, with the stock exchanges.

In terms of section 149 read with Schedule IV to the Act and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), an Independent Directors shall be eligible to be re-appointed for second term of five consecutive years, on the basis of report of performance evaluation done by the Board and approval of Members by way of Special Resolution to be passed at a General Meeting.

Ms. Sharda Agarwal (aged 51 years) holds a postgraduate diploma from Indian Institute of Management, Bangalore and a B.Sc. Honours (Economics) degree from St. Xavier’s College, Kolkata. She is a renowned marketing and brand expert, with over two decades of experience in various industries and sectors. She is the co-founder of MarketGate Consulting. She has served as Director of Marketing at Coca Cola India and was also associated with Johnson & Johnson in India and the US. She is also the co-founder of Sepalika, a website that helps people with chronic ailments.

She was first appointed as a Director on the Board of the Company on 27 March 2015. She is also Director on the board of other companies in India viz. Future Speciality Retail Limited, Motilal Oswal Financial Services Limited and Moonjur Healthcare Private Limited.

She holds membership/chairpersonship of Committees of the Company and other public companies as under:

Name of the Company	Name of the Committee	Chairperson/Member
Future Lifestyle Fashions Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Motilal Oswal Financial Services Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member

Ms. Sharda Agarwal had attended Six Board Meetings during the financial year 2019-20. She would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to commission as Non-Executive Director of the Company, as may be determined each year by the Board of Directors within the limits approved by the Members of the Company. The commission and sitting fees aggregating to ₹ 42.00 lakh was paid to Ms. Sharda Agarwal during the financial year 2018-19.

Ms. Sharda Agarwal does not hold any equity share in the Company and is not related to any other Directors and Key Managerial Personnel of the Company.

The Company has received her consent to act as a Director of the Company in the prescribed Form DIR-2 and a declaration in the prescribed Form DIR-8 that she is not disqualified from being appointed as Director of the Company and also a confirmation that she meets the criteria of independence as specified in sub-section (6) of section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and is also independent of the management of the Company. She has also confirmed that she was not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In terms of section 160 of the Act, the Company has received a notice in writing from a Member for proposing the candidature of Ms. Sharda Agarwal for the office of an Independent Director of the Company at the EGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 14 November 2019, reviewed the performance evaluation of Ms. Sharda Agarwal and unanimously acknowledged her knowledge, experience and expertise in field of marketing and brands, with over two decades of experience in various industries and sectors and her valuable contribution as Independent Director, the Chairperson of the Audit Committee and also as Director of Future Speciality Retail Limited (Company's material unlisted subsidiary), made during her first term with the Company. The Board re-appointed Ms. Sharda Agarwal as an Independent Director of the Company for the second term of five consecutive years with effect from 27 March 2020, subject to approval of the Members of the Company.

Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the Members.

Except Ms. Sharda Agarwal, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No. 1 of this Notice.

Item No. 2

Your Company is one of the India's leading fashion retailer and the flagship branded fashion business of Future Group. Your Company has reinforced its position as a leading fashion retailer in the Country and has derived its strengths in three integrated areas: fashion brands, fashion retail and distribution and investments in fast growing fashion companies. Your Company has a portfolio of fashion brands, comprising own brands and a set of investee brands which includes “Lee Cooper”, “Scullers”, “Indigo Nation”, “John Miller”, “BARE casuals”, “aLL” “Jealous 21”, “Clarks”, “Cover Story”, “Turtle”, “Giovani”, “ancestry”, “alice & Mae”, “Tresmode”, etc. These brands are held either directly by the Company or through its subsidiaries, associates or investee companies.

The Company, in order to protect these fashion brands, has agreed to provide the necessary financial assistance in form of investment as well as loans and guarantees from time to time to meet their funding requirements and has agreed such obligations / options for the securities issued by such entities to their respective Investors. Therefore, the Company has earmarked/utilised the limits towards such guarantees / obligations / options, out of its overall limits, as approved under section 186 of the Act.

Further, in order to continue its activities related to nurturing fashion brands or entities for their possible potential growth, the Company would continue to provide financial assistance by way of equity or loans, as well as provide Guarantees and other operational support to these investee brands / entities.

The provisions of section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The said Section also provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or security have so far been provided to or in all persons or bodies corporate along with the investments, loans, guarantees or security proposed to be made or given by the Company, from time to time, in future, exceed the limits specified under section 186(2) of the Act, prior approval of Members by means of a Special Resolution is required to be sought at a general meeting. Further, in terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, such requirement shall not be applicable in case a company gives loan or guarantee or provides security for financial assistance provided to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

In view of the above, the Board of Directors of the Company at its meeting held on 12 February 2020 proposed to increase the existing limits from ₹ 1,500.00 Crore to a sum of ₹ 2,500.00 Crore or limits of the Company as computed under section 186(2) of the Act, from time to time, whichever is higher.

Since, the proposed limits exceed the limit as specified in the said section, prior approval by means of a Special Resolution is being sought from the Members.

Your Directors therefore recommend the Special Resolution as set out in Item No. 2 for the approval of the Members of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or their relatives shall be deemed to be concerned or interested in the proposed Resolution at Item No. 2.

Item No. 3 & 4

Your company inter-alia makes investments in fashion brands, nurturing them to their possible potential growth and provide financial and operational supports, till such investments are monetised and their value is unlocked by the Company. The Company had transferred certain identified fashion brands and/or their rights to its subsidiaries / associate / investee companies, which in-turn holds these fashion brands or investments in various Brands.

Considering the potential growth of certain identified power brands of the Company, the Company proposes to raise fund by way of issue of equity shares on preferential basis, which would be *inter-alia* utilised towards enhancing stake in subsidiaries / associates / investee companies of the Company and debt reduction. It is envisaged that such acquisition, apart from being Earning Per Share (EPS) accretive, resulting in cost optimisation and improving cash flows, will also simplify the Company's Operations and Investment structures.

The Board of Directors at its meeting held on 20 February 2020, subject to necessary approval of Members of the Company, has approved the proposal for raising fund by way of issue of equity shares on preferential basis, in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and sections 42 and 62 of the Act, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

It is proposed to raise capital by way of Issue of 1,48,06,762 equity shares of face value ₹ 2/- (Indian Rupees Two) each of the Company at an issue price of ₹ 414/- (Indian Rupees Four Hundred and Fourteen) per equity share (including premium of ₹ 412/- (Indian Rupees Four Hundred and Twelve) per equity share) aggregating to ₹ 612,99,99,468/- (Indian Rupees Six Hundred and Twelve Crore Ninety Nine Lakh Ninety Nine Thousand Four Hundred and Sixty Eight) to the following proposed allottees, as under:

(a) International Finance Corporation ("IFC") ("Proposed Allottee 1")

51,44,927 equity shares of face value ₹ 2/- each of the Company at an issue price of ₹ 414/- per equity share (including premium of ₹ 412/- per equity share) aggregating to ₹ 212,99,99,778/-.

(b) FQS Trading Private Limited ("Proposed Allottee 2")

96,61,835 equity shares of face value ₹ 2/- each of the Company at an issue price of ₹ 414/- per equity share (including premium of ₹ 412/- per equity share) aggregating to ₹ 399,99,99,690/-.

(Proposed Allottee 1 and Proposed Allottee 2 are collectively referred to as Proposed Allottees)

The information in relation to the proposed issue of equity shares as required under the applicable provisions of the Act and Rules made thereunder and SEBI ICDR Regulations, is as under:

1. Objects of the Issue

The proposed fund raises from the Proposed Allottees would be inter-alia utilised towards enhancing stake in subsidiaries and associates of the Company by acquisition of equity / convertible instruments of such entities and debt reduction.

2. Intention of Promoters, Directors or Key Managerial Personnel

FQS Trading Private Limited, a Promoter Group entity, is intending to participate / subscribe to 96,61,835 equity shares of face value ` 2/- each of the Company under the proposed preferential issue.

No other Promoters, Director(s) or Key Managerial Personnel(s) are subscribing to this offer.

3. Total Number of Shares to be issued

The Company proposes to issue an aggregate of 1,48,06,762 equity shares of face value ` 2/- (Indian Rupees Two) each of the Company at an issue price of ` 414/- per equity share (including premium of ` 412/- per equity share) to Proposed Allottees, under the proposed preferential issue.

4. Issue Price and Relevant Date

The equity shares would be issued at a price of ` 414/- (Indian Rupees Four Hundred and Fourteen) per equity share (inclusive of share premium of ` 412/- (Indian Rupees Four Hundred and Twelve) per equity share), which is not less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Relevant Date for determining the floor price of equity shares shall be 19 February 2020, which is 30 (Thirty) days prior to the date of this EGM, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

5. Shareholding Pattern of the Company before and after the proposed Preferential Issue is as under:

Sl. No.	Category	Pre-issue Equity Shareholding		Post-issue Equity Shareholding	
		Number of Shares held	% holding	Number of Shares held	% holding
A	Promoters' Holding				
	Indian:				
1	Promoters and Promoter Group (other than FQS Trading Private Limited)	9,23,63,455	45.83	9,23,63,455	42.68
2	FQS Trading Private Limited (Proposed Allottee: 2)	-	-	96,61,835	4.47
	Sub-Total (A)	9,23,63,455	45.83	10,20,25,290	47.15
B	Non-Promoters' Holding				
B1	Institutional Investors				
a.	Insurance Companies	1,41,72,733	7.03	1,41,72,733	6.55
b.	Mutual Funds	97,84,187	4.85	97,84,187	4.52
c.	Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non-Government Institutions)	1,07,422	0.05	1,07,422	0.05
d.	Foreign Portfolio Investors / Foreign Institutional Investors (FIIs) (other than International Finance Corporation)	4,58,03,295	22.72	4,58,03,295	21.17
	International Finance Corporation (Proposed Allottee: 1)	-	-	51,44,927	2.38
e.	Venture Capital Funds	1,39,37,079	6.92	1,39,37,079	6.44
	Sub-Total (B1)	8,38,04,716	41.57	8,89,49,643	41.11
B2	Others				
a.	Private Corporate Bodies	1,25,23,466	6.21	1,25,23,466	5.79
b.	Public	1,27,13,149	6.31	1,27,13,149	5.88
c.	Non Resident Indians	98,414	0.05	98,414	0.05
d.	Any other – Clearing Members	52,674	0.03	52,674	0.02
	Sub-Total (B2)	2,53,87,703	12.60	2,53,87,703	11.74
	Sub-Total (B = B1+B2)	10,91,92,419	54.17	11,43,37,346	52.85
	Grand Total (A+B)	20,15,55,874	100.00	21,63,62,636	100.00

Notes:

- The pre-issue shareholding pattern is based on the benpos as on 14 February 2020.
- In the event any of the ESOP's are exercised between the date of this notice and the date of allotment of equity shares to the Proposed Allottees, the shareholding pattern shall stand modified accordingly.

6. Time frame within which the preferential issue shall be completed

The allotment of equity shares shall be completed within 15 days from the date of approval of the Members of the Company by way of Special Resolutions at the EGM provided that where the allotment of equity shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s) or permission(s).

7. Particulars of the Proposed Allottees and identity of natural person who are the ultimate beneficial owner of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of the post preferential capital that may be held by them and the changes in control, if any, in the Company consequent to the preferential issue :

Name of the Proposed Allottee	Category	Ultimate beneficial owners	Ultimate beneficial owners Percentage (%) of post preferential Issue capital to be held	Change in control
International Finance Corporation	Non-Promoter (Registered Foreign Portfolio Investor under Category I)	There are no natural persons who are ultimate beneficial owners of IFC. IFC is part of the World Bank Group and is an international multilateral organization established by Articles of Agreement among its member countries including India. The entire share capital of IFC is held by the member countries.	2.38%	There will be no change in the Management or Control of the Company, consequent to the said issuances of equity shares.
FQS Trading Private Limited	Promoter Group	FQS Trading Private Limited is a wholly owned subsidiary of Future Ideas Company Limited. Mrs. Sangita Biyani is the ultimate beneficial owner of Future Ideas Company Limited.	4.47%	There will be no change in the Management or Control of the Company, consequent to the said issuances of equity shares.

8. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year ended upto the date of notice of this EGM, the Company has allotted 64,79,481 (Sixty Four Lakh Seventy Nine Thousand Four Hundred and Eighty one) equity shares of face value of ` 2/- each of the Company, for cash at an issue price of ` 463/- per equity share (including premium of ` 461/- per equity share) on a preferential basis to Apollo India Private Equity IV (Mauritius) Limited on 09 September 2019.

9. Lock-in Period/Listing

In accordance with the SEBI ICDR Regulations, the equity shares to be allotted shall be subject to lock-in, to the extent applicable to each of Proposed Allottees, as provided under the applicable provisions of Chapter V of the SEBI ICDR Regulations. The entire pre-preferential shareholding, if any, of the Proposed Allottees, shall be locked-in from the Relevant date upto a period of 6 (six) months from the date of trading approvals from stock exchanges.

Undertakings

As required under the SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the equity shares in terms of the provision of the SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount payable is paid by the allottee(s); and
- None of the Promoters or Directors of the Company is wilful defaulter.

As required in regulation 163(2) of the SEBI ICDR Regulations, a certificate from the Statutory Auditors of the Company, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations, is available for inspection at the Registered Office of the Company between 10:00 am and 5:00 pm on all working days except Saturdays, Sundays and National holidays, up to the date of EGM i.e., 20 March 2020 and will also be placed at the EGM of the Company.

Pursuant to the provisions of sections 42 and 62 of the Act and regulation 160 of SEBI ICDR Regulations, the proposed issue of equity shares on preferential basis is required to be approved by the Members by way of Special Resolutions.

Your Directors therefore recommend the Special Resolutions as set out in Item No. 3 and 4 for the approval of the Members of the Company.

Except Mr. Kishore Biyani and Ms. Avni Biyani, none of the Directors, Key Managerial Persons (KMPs) of the Company or their relatives shall be deemed to be concerned or interested in the proposed Resolutions at Item No. 3 and 4.

Item No. 5

In terms of section 42 of the Companies Act, 2013 and Rule framed thereunder provides that the Company can issue securities on a private placement basis subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company, by means of a special resolution, for each of the offers or invitations. In case of an offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes special resolution only once in a year for all offer(s) or invitation(s) for such NCDs on a private placement basis during the year.

Considering the Company's requirements of funds for its operations, the Company needs to raise additional funds in one or more tranches by issuing NCDs, bonds and/or other debt instruments, which would be inter-alia utilized towards replacing existing debts in the Company to improve maturity profile and reduce overall finance cost, long term working capital and general corporate purpose.

The Board of Directors of the Company at its meeting held on 20 February 2020 has proposed to obtain the consent of the Members of the Company for borrowing/raising funds in Indian/ foreign currency by issue of debt instruments including but not limited to subordinated debt, bonds and redeemable non-convertible debentures upto ₹ 400.00 Crore (Rupees Four Hundred Crore only) in domestic and/or overseas market, in one or more tranches, on a private placement basis during a period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Company. The debt instruments would be issued by the Company either at par or premium or at a discount to face value depending upon the prevailing market conditions, as may be decided by the Board from time to time.

Your Directors recommend Resolution at Item No. 5 as Special Resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the passing of the Resolution.

By Order of the Board of Directors

Sanjay Kumar Mutha
Chief - Legal & Company Secretary

Date : 20 February 2020

Place : Mumbai

Registered Office:

Future Lifestyle Fashions Limited
(CIN: L52100MH2012PLC231654)

Knowledge House, Shyam Nagar,

Off Jogeshwari Vikhroli Link Road,

Jogeshwari (East), Mumbai – 400 060.

Tel No: +91 22 4055 2200, Fax No: +91 22 4055 2201

E-mail: investorrelations@futurelifestyle.in Website : www.futurelifestyle.in

Route map of the venue to the EGM



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

(Form No: MGT 11)

Future Lifestyle Fashions Limited

CIN: L52100MH2012PLC231654

Registered Office: Knowledge House, Shyam Nagar,

Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.

Tel No: +91 22 4055 2200 Fax No: +91 22 4055 2201 Website: www.futurelifestyle.in

EXTRAORDINARY GENERAL MEETING ON 20 MARCH 2020

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No./ Client Id:	DPID:

I/ We, being the Member(s) of Shares of the above named Company, hereby appoint:

- (1) Name:..... Address:.....
E-mail id:..... Signature..... Or failing him;
- (2) Name:..... Address:.....
E-mail id:..... Signature..... Or failing him;
- (3) Name:..... Address:.....
E-mail id:..... Signature.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 20 March 2020 at 10:30 am at Rangaswar, Fourth Floor, Y. B. Chavan Center, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such Resolution(s) as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
1	Re-appointment of Ms. Sharda Agarwal as an Independent Director of the Company		
2	Increase in limits for making investments, giving loans and guarantees or providing security under section 186 of the Companies Act, 2013		
3	Issue of equity shares on preferential basis to International Finance Corporation		
4	Issue of equity shares on preferential basis to FQS Trading Private Limited		
5	Issue of Non-Convertible Debentures / Securities on Private Placement basis		

Signed this day of 2020.



Signature of Proxy holder(s)

Signature of Member(s)

Note:

It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NOTES :

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FUTURE LIFESTYLE FASHIONS LIMITED

CIN: L52100MH2012PLC231654

Registered Office: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060.

Tel No: +91 22 4055 2200, **Fax No:** +91 22 4055 2201

Email: investorrelations@futurelifestyle.in, **Website:** www.futurelifestyle.in

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING – 20 MARCH 2020

Sr. No.:

Name and Address of the Member	
Joint Holder 1 Joint Holder 2	
Registered Folio No. / DP ID No./ Client ID No.	
No. of Shares held	
Name of the Members / Proxy	

I / We hereby record my / our presence at the Extraordinary General Meeting of the Company held on Friday, 20 March 2020 at 10:30 a.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai - 400 021.

SIGNATURE OF THE MEMBER/ JOINT MEMBER(S) / PROXY

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

E-VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
112843		

Note: Please read instructions given at Note No. 11 (Voting through electronic means) to the Notice of the Extraordinary General Meeting of the Company, carefully before voting electronically. The voting time commences from 16 March 2020 at 9.00 a.m. and ends on 19 March 2020 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.